

B 210A (Form 210A) (12/09)

UNITED STATES BANKRUPTCY COURT  
Southern District Of New York

In re Lehman Brothers Holding Inc., et. Al.,

Case No. 08-13555 (JMP)  
(Jointly Administrator)

**PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the partial transfer, other than for security, of the claim referenced in this evidence and notice.

Name of Transferee  
MNC Partners, L.P.

Name of Transferor  
Carillon Ltd.

Name and Address where notices to transferee  
should be sent:

Court Claim # (if known): 66601 (amending  
proof of claim number 28111)  
Amount of Claim: USD 9,572,445.00  
Date Claim Filed: May 5, 2010

MNC Partners, L.P.  
c/o EBF & Associates, L.P.  
601 Carlson Parkway, Suite 200  
Minnetonka, MN 55305  
Attn: General Counsel

With a copy to:  
Robert Scheininger  
Sidley Austin LLP  
787 Seventh Avenue  
New York, New York 10019

Transferee Wire Instructions:

MNC Partners, L.P.  
Correspondent Bank: Wells Fargo Bank, NA  
ABA: 121000248  
Beneficiary Account Name: Trust Wire  
Clearing  
Beneficiary Account Number: 0000840245  
FFC: acct# 23589000

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: Thomas G. Roch Date: May 17, 2010

Transferee/Transferee's Agent

*Penalty for making a false statement:* Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

### EVIDENCE OF TRANSFER OF CLAIM

For good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, **Carillon Ltd.** ("Assignor") does hereby unconditionally and irrevocably sell, transfer and assign unto **MNC Partners, L.P.** ("Assignee") all rights, title and interest in and to the allowed claims of Assignor referenced as proof of claim number 28111 in the principal amount of \$9,572,445.00 plus all interest, fees and other amounts related thereto (the "Claim") against Lehman Brothers Holdings, Inc. (the "Debtor") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court for the Southern District of New York( the "Bankruptcy Court") (or any other court with jurisdiction over the bankruptcy proceedings) referred to as In re Lehman Brothers Holdings Inc., Chapter 11 Case No. 08-13555 (Jointly Administered). Notwithstanding the foregoing provisions in this paragraph, in no event shall the Assignor be construed as assigning to Assignee any rights or interests which Assignor may have to receive reimbursement of fees and expenses from any party other than the Debtor, its affiliates or any guarantor.

Assignor hereby waives any objection to the transfer of the Claim assigned herein (the "Assigned Claim") to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Assigned Claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of the Assigned Claim, shall be delivered or made to the Assignee.

**ASSIGNOR:**

**CARILLON LTD.**

**ASSIGNEE:**

**MNC PARTNERS, L.P.**

**By: Lydiard Partners II, L.P., its General Partner**

**By: Tanglewood Capital Management, Inc., its General Partner**



**Name: Scott Aitken      Connan Hill**  
**Title: Director      Director**

**Name: Thomas G. Rock**

**Its: Authorized Signatory**

**EVIDENCE OF TRANSFER OF CLAIM**

For good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, **Carillon Ltd.** ("Assignor") does hereby unconditionally and irrevocably sell, transfer and assign unto **MNC Partners, L.P.** ("Assignee") all rights, title and interest in and to the allowed claims of Assignor referenced as proof of claim number 28111 in the principal amount of \$9,572,445.00 plus all interest, fees and other amounts related thereto (the "Claim") against Lehman Brothers Holdings, Inc. (the "Debtor") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court for the Southern District of New York( the "Bankruptcy Court") (or any other court with jurisdiction over the bankruptcy proceedings) referred to as In re Lehman Brothers Holdings Inc., Chapter 11 Case No. 08-13555 (Jointly Administered). Notwithstanding the foregoing provisions in this paragraph, in no event shall the Assignor be construed as assigning to Assignee any rights or interests which Assignor may have to receive reimbursement of fees and expenses from any party other than the Debtor, its affiliates or any guarantor.

Assignor hereby waives any objection to the transfer of the Claim assigned herein (the "Assigned Claim") to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Assigned Claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of the Assigned Claim, shall be delivered or made to the Assignee.

**ASSIGNOR:**

**CARILLON LTD.**

**ASSIGNEE:**

**MNC PARTNERS, L.P.**

**By: Lydiard Partners II, L.P., its General Partner**

**By: Tanglewood Capital Management, Inc., its General Partner**

**Name:**

**Title:**



**Name:** Thomas G. Rock

**Its:** Authorized Signatory